



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

CIN: L40108UP2005PLC094368

Registered Office: C-218, Ground Floor (GR-2), Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201307, Phone No: (0120) 2406030

Corporate Office: 1B, Park Plaza, South Block, 71, Park Street, Kolkata-700 016

Phone No: (033) 4051 3000, Fax No: (033) 4051 3326

Website: www.techno.co.in, E-mail: desk.investors@techno.co.in

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **18th Annual General Meeting** of the Members of **Techno Electric & Engineering Company Limited** will be held on **Tuesday, the 26th September, 2023 at 3.30 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 together with Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- 2. To declare final dividend on equity shares for the financial year ended March 31, 2023 as recommended by the Board of Directors and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolutions:**

“RESOLVED THAT the Final Dividend of `6/- per equity share of nominal value of `2/- each as recommended by the Board of Directors of the Company be and is hereby declared for payment out of the profits of the Company, to those shareholders whose names appear in the Register of Members / Statement of Beneficial as on Record date.”

- 3. To appoint a Director in place of Ms. Avantika Gupta (holding DIN: 03149138), who is a Non-Executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, offers herself, for re-appointment and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:**

“RESOLVED THAT Ms. Avantika Gupta (holding DIN: 03149138), a Non-Executive Director retiring by rotation in terms of Section 152 of the Companies Act, 2013, be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation.”

SPECIAL BUSINESS:

- 4. Re-Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Managing Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being



in force), the relevant provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the re-appointment of and remuneration payable to Mr. Padam Prakash Gupta (DIN: 00055954) as the Managing Director of the Company for the period of five consecutive years with effect from 10th August, 2023 and upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board), from time to time, to alter the said terms and conditions of re-appointment and remuneration of Mr. Padam Prakash Gupta (DIN: 00055954) in the best interests of the Company and as may be permissible by law.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

5. Appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT Mr. Anjan Dasgupta (DIN: 08064739), who was appointed by the Board of Directors as an Additional Independent Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 18th Annual General Meeting to be held on 26th September, 2023 and who is being eligible for appointed as independent Director and in respect of whom a notice in writing from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for a period of **Five** consecutive years from the conclusion of the ensuing Annual General Meeting and to hold office till the conclusion of the Annual General Meeting for the year 2028 and is not liable to retire by rotation.”

6. Re-Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT Mr. Samarendra Nath Roy (DIN: 00408742), who was appointed as independent director of the Company for 5 years by the shareholders at the 13th Annual General Meeting and who holds office as independent Director upto 26th September, 2023 and who is above 75 years and being eligible for re-appointment as independent director for a second term and in respect of whom a notice in writing from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby re-appointed as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable



provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for **Five** years till the conclusion of the Annual General Meeting for the year 2028 and is not liable to retire by rotation.”

7. Re-Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT Mr. Krishna Murari Poddar (DIN: 00028012), who was appointed as independent director of the Company for 5 years by the shareholders at the 13th Annual General Meeting and who holds office as independent Director upto 26th September, 2023 and who is above 75 years and being eligible for re-appointed as independent director for a second term and in respect of whom a notice in writing from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby re-appointed as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for **Five** years till the conclusion of the Annual General Meeting for the year 2028 and is not liable to retire by rotation.”

8. Re-Appointment of Ms. Dipali Khanna (DIN: 03395440) as Independent Woman Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT Ms. Dipali Khanna (DIN: 03395440), who was appointed as independent woman director of the Company for 3 years by the shareholders at the 15th Annual General Meeting and who holds office as independent Director upto 26th September, 2023 and being eligible for re-appointed as independent Director and in respect of whom a notice in writing from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby re-appointed as an Independent woman Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for **Five** years till the conclusion of the Annual General Meeting for the year 2028 and is not liable to retire by rotation.”

9. Re-Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT Mr. Kadenja Krishna Rai (DIN: 00629937), who was appointed as independent director of the Company for 4 years by the shareholders at the 14th Annual General Meeting and who holds office as independent Director upto 26th September, 2023 and being eligible for re-appointed as independent Director for a second term and in respect of whom a notice in writing



from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby re-appointed as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for **Two** years i.e till the conclusion of the Annual General Meeting for the year 2025 and is not liable to retire by rotation.”

10. Approval of Remuneration to Cost Auditors:

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Saibal Sekhar Kundu, Cost Accountants (Firm Registration No. 100135) amounting to `20,000/- (Rupees Twenty Thousand only) including the tax as applicable thereon and the re-imburement of out of pocket expenses incurred in connection with the conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 as Cost Auditors, be and is hereby confirmed and approved.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana:

“**RESOLVED THAT** pursuant to the provisions of Section 12 & 13(4) of the Companies Act, 2013 read with rules prescribed thereunder and subject to the confirmation by the Central Government, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the state of **Uttar Pradesh** to the state of **Haryana**.

RESOLVED FURTHER THAT pursuant to Section 13(4) of the Companies Act, 2013, Clause No. II of the Memorandum of Association of the Company be altered by incorporating the words **State of Haryana**’ in substitution of and by deletion of the words **‘State of Uttar Pradesh’** and be read as follows:

“II. The Registered Office of the Company shall be situated in the State of Haryana.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the company be and are hereby authorized to do and/or delegate all such acts, deeds, matters, and things and to execute all such documents, deeds, petitions, affidavits, writings and filling the same with the Central Government, State Government and / or other relevant authorities as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company.”

Registered Office:
C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307

Date: 30th August, 2023

By Order of the Board
For Techno Electric & Engineering Company Limited
Sd/-
Niranjan Brahma
Company Secretary
Membership No. A-11652



NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGM through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In compliance with these Circulars, provisions of the Companies Act, 2013 (“the Act”) and the SEBI Listing Regulations, the 18th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at **3.30 P.M.** IST.
3. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 18TH AGM OF THE COMPANY (THE “NOTICE”). However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in
4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
7. **Dispatch of Annual Report through E-mail**
In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2023, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the website of the Company viz.,



<http://www.techno.co.in> and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com

8. Procedure for attending the AGM through VC or OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM.

Further details in this regard are annexed separately and form part of this Notice.

9. Procedure for remote e-voting and e-voting during the AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Friday, September 22, 2023 (9:00 A.M. IST) and will end on Monday, September 25, 2023 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., **Tuesday, September 19, 2023**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, September 19, 2023 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Tuesday, September 19, 2023 should treat this Notice for information purpose only.**

The Board of Directors has appointed **Mr. Amarendra Kumar Rai**, Practicing Company Secretary (Membership No. F-8575 and CP No.9373) of B-200, LGF Sector-50, Noida – 201301, Gautam Budhha Nagar, Uttar Pradesh, as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.techno.co.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for atleast 3 days on the Notice Boards of the Company at its Registered Office/Corporate Office.



Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., **Tuesday, the 26th September, 2023.**

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at desk.investors@techno.co.in or to the RTA at nichetechpl@nichetechpl.com:

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

10. Procedure for raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) **Thursday, September 21, 2023**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at desk.investors@techno.co.in and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from **Friday, September 15, 2023** (9:00 A.M. IST) to **Thursday, September 21, 2023** (5:00 P.M. IST) at desk.investors@techno.co.in from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on **Thursday, September 21, 2023**, through e-mail at desk.investors@techno.co.in and the same will be suitably replied by the Company.

11. Procedure for inspection of documents

All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at desk.investors@techno.co.in from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.



12. Book Closure Period, Record Date for Payment of Dividend and Tax thereon

The Share Transfer Books and Register of Members of the Company will remain closed from **Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive)** for the purpose of the AGM.

Dividend on Equity Shares for the financial year ended March 31, 2023, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source to:

- a) those Members whose names appear in the Register of Members of the Company at the end of business hours on **Friday, September 15, 2023** being the record date fixed for the purpose of Dividend payment.
- b) those 'Beneficial Owners' entitled thereto, in respect of shares held in demat mode, whose names shall appear in the statements of beneficial ownership at the end of business hours on **Friday, September 15, 2023**, as furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque and demand draft to such Members. Further, in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investors on such payment instruments.

Members holding shares in physical mode, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at desk.investors@techno.co.in or to the RTA at nichetechpl@nichetechpl.com enclosing the following documents:

- a) Folio Number and self-attested copy of PAN Card;
- b) Name of the Bank, Branch where dividend is to be received and type of Account;
- c) Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code; and
- d) Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or he first holder.

Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source.

The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and



category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / RTA.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to nichetechpl@nichetechpl.com on or before Saturday, September 09, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2023-24 does not exceed `5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to nichetechpl@nichetechpl.com on or before Friday, September 15, 2023. Any documents submitted after Friday, September 16, 2023 will be accepted at the sole discretion of the Company. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.

13. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend for the subsequent years remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were earlier transferred to General Revenue Account, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India.

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend.

Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount / shares has been provided on the Company's website, i.e., <http://www.techno.co.in> under the "Investor Relations" category.

The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due dates for transfer to IEPF
2015-2016-Final Dividend	05/10/2023
2020-2021-1 st Interim Dividend	11/01/2027



2020-2021-2 nd Interim Dividend	12/04/2028
2020-2021-Final Dividend	27/11/2028
2021-2022-Final Dividend	25/11/2029

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4-11 of the accompanying Notice:

Item No. 4

Re-Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Managing Director:

Based on the recommendation of the Nomination and Remuneration Committee Mr. Padam Prakash Gupta was appointed by the Board of Directors of the Company as Managing Director of the Company w.e.f 14th August, 2023 for a period of 5 (Five) years, subject to the approval of the Members at the ensuing Annual General Meeting.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of above 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Since Mr. Padam Prakash Gupta will attain the age of 74 years on 21st September, 2023 and hence continuation of his employment as Managing Director after the aforesaid date, requires the approval of members by way of a special resolution.

The main terms and conditions of appointment of Mr. Padam Prakash Gupta are given below:

A.	Salary	:	A monthly salary of Rs. 3,00,000 -15,000- 3,75,000;
B.	Perquisites	:	Perquisites shall be allowed, in addition to salary and commission. The perquisites are classified into three categories “A”, “B” and “C” as follows:
	Category – A		
	i) Housing I	:	The expenditure by the Company on hiring unfurnished accommodation for Mr. P. P. Gupta will be subject to the following ceiling: Sixty percent of the salary, over and above the amount, if any payable by Mr. Gupta. However, the amount payable by Shri Gupta shall be fifteen (15%) of Salary or the actual amount payable by the Company for such accommodation, whichever is lower.
	Housing II	:	In case the accommodation is owned by the Company, fifteen percent (15%) of the Salary of Mr. Gupta shall be deducted by the Company.
	Housing III	:	In case no accommodation is provided by the Company, Mr. Gupta shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I above.
The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling of ten percent (10%) of the salary of Mr. Padam Prakash Gupta.			
	ii) Medical Reimbursement	:	Expenditure incurred for self and family subject to a ceiling of one month’s salary in a year or three month’s salary over a



		period of five years.
	iii) Leave Travel Concession :	For self and family once in a year.
	iv) Club Fees :	Fees of Club subject to a maximum of two Clubs. Admission and life membership fees not allowed.
	v) Personal Accident Insurance:	Premium not to exceed Rs. 15, 000/- per annum.
<p>Explanation: For the purpose of this part, "Family" means the spouse, the dependent children of Mr. Padam Prakash Gupta.</p>		
	Category – B:	
	vi) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act;	
	vii) Gratuity payable shall not exceed half a month's salary for each completed year of service;	
	viii) Encashment of leave at the end of tenure.	
	Category – C:	
	ix) Provision of car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal Long distance calls on telephone and use of car for private purpose shall be billed by the Company.	
C.	Commission :	Apart from salary, perquisites and allowances, Mr. Padam Prakash Gupta shall also be entitled to a commission upto 1% of the net profits of the Company per financial year.

Minimum Remuneration:

In the event of loss or inadequacy of profits of the Company in any financial year during the currency of tenure of services of Mr. Padam Prakash Gupta, he shall for that year receive the above mentioned salary, perquisites and allowances as minimum remuneration as governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof as may be for the time being, in force.

Brief Profile of Mr. Padam Prakash Gupta:

Mr. Padam Prakash Gupta, Managing Director, aged about 74 years is a Bachelor in Engineering and a Post Graduate in Business Management from the Indian Institute of Management, Ahmedabad. He was associated with the Planning Commission, Govt. of India as a Financial Analyst and Management Consultant, deputed to Bharat Heavy Electricals Limited and as an Advisor in the Merchant Banking Division of the erstwhile ANZ Grindlays Bank, Kolkata.

The directorship of Mr. Padam Prakash Gupta in other companies is given herein below:

1. Techno Power Project Limited,
2. Telojan Techno Agro Limited (Resigned w.e.f 21.08.2023),
3. Varanasi Commercial Ltd. and
4. Horizon Vintrade Pvt. Ltd.

The Board recommends the Special Resolution set out at Item no. 4. for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Padam Prakash Gupta, Mr. Ankit Saraiya (Relative) and Ms. Avantika Gupta (Relative) is deemed to be concerned or interested in this resolution.



Item No. 5

Appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director:

Mr. Anjan Dasgupta (DIN: 08064739) was appointed by the Board of Directors of the Company as an Additional Independent Director on 14th August, 2023 on the recommendation of the Nomination and Remuneration Committee. He holds office until the conclusion of the ensuing Annual General Meeting under section 161(1) of the Companies Act, 2013.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors has proposed that **Mr. Anjan Dasgupta (DIN: 08064739)**, be appointed as Independent Director on the Board of the Company for 5 years from 27th September, 2023.

The Company has received a valid notice of candidature of Mr. Anjan Dasgupta, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Mr. Anjan Dasgupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director. The Company has received a declaration from Mr. Anjan Dasgupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Anjan Dasgupta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Anjan Dasgupta:

Mr. Anjan Dasgupta aged about 70 years is a Bachelor of Science (Mechanical Engineering) from National Institute of Technology, Rourkela Odisha.

He has more than 45 years of experience at different levels and areas in Bharat Heavy Electricals Ltd. (BHEL) in National and International operations and retired as Executive Director (Corporate Systems and Information Technology).

The Board recommends the Special Resolution set out at Item no. 5 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Anjan Dasgupta is deemed to be concerned or interested in this resolution.

Item No. 6

Re-Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as Independent Director:

Mr. Samarendra Nath Roy, an Independent Director of the Company be re-appointed as such for a second consecutive term of five years at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Samarendra Nath Roy, be re-appointed as an Independent Director on the Board of the Company. The appointment of Mr. Samarendra Nath Roy, shall be effective upon approval by the members in the Meeting.



The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Samarendra Nath Roy as Independent Director and Mr. Samarendra Nath Roy has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Samarendra Nath Roy, that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Samarendra Nath Roy fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Samarendra Nath Roy:

Mr. Samarendra Nath Roy, Director, aged about 79 years is a Bachelor of Engineering (Electrical) from Indian Institute of Technology IIT), Kharagpur. He started his career with Indian Oil Corporation (IOC) as management trainee and hereafter joined Bharat Heavy Electricals Limited (BHEL) in 1978 and retired as Executive Director in the year 2003. He has more than 53 years of vast experience in the related field.

The directorship of Mr. Samarendra Nath Roy in other companies is given herein below:

1. WPIL Ltd. 2. North Dinajpur Power Limited 3. Rajgarh Agro Products Limited 4. Techno Ganga Nagar Green Power Generating Co. Ltd. 5. Techno Birbhum Generating Company Ltd. Techno Data Center Ltd.

The Board recommends the Special Resolution set out at Item no. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Samarendra Nath Roy is deemed to be concerned or interested in this resolution.

Item No. 7

Re- Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as Independent Director:

Mr. Krishna Murari Poddar, an Independent Director of the Company be re-appointed as such for a second consecutive term of five years at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Krishna Murari Poddar, be re-appointed as an Independent Director on the Board of the Company. The appointment of Mr. Krishna Murari Poddar, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Krishna Murari Poddar as a Director of the Company. Mr. Krishna Murari Poddar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Krishna Murari Poddar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Krishna Murari Poddar fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.



Brief Profile of Mr. Krishna Murari Poddar:

Mr. Krishna Murari Poddar, Director, aged about 77 years is a Commerce Graduate. He is an Industrialist and has more than 53 years of vast experience.

The directorship of Mr. Krishna Murari Poddar in other companies is given herein below:

1. Ceeta Industries Ltd. and 2. Mindstream Logistics Pvt. Ltd.

The Board recommends the Special Resolution set out at Item no. 7 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Krishna Murari Poddar is deemed to be concerned or interested in this resolution.

Item No. 8

Re-Appointment of Ms. Dipali Khanna (DIN: 03395440) as Independent Woman Director:

Ms. Dipali Khanna, an Independent Woman Director of the Company be re-appointed as such for a second consecutive term of five years at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors has proposed that Ms. Dipali Khanna (DIN: 03395440), be re-appointed as Independent Woman Director on the Board of the Company for 5 years. The appointment of Ms. Dipali Khanna shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature of Ms. Dipali Khanna, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Ms. Dipali Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director. The Company has received a declaration from Ms. Dipali Khanna that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Dipali Khanna fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Ms. Dipali Khanna:

Ms. Dipali Khanna aged about 70 years. She has completed the Leadership Program from Harvard Business School and also obtained Masters Degree in Science (National Security) from National Defence College and Masters Degree in History from Delhi University. She has also obtained the Certificate Course from Cost & Management accountancy ICWA, Delhi. She had Forty years of varied work experience in renowned Government organizations, with an emphasis on assisting Ministries in sourcing capital from the Government and developing policies and regulations to enable enhanced participation of the private sector in government initiatives. Ms. Khanna is independent Board Member in some reputed companies. She was also a Member of Kelkar Committee, Ministry of Defence for Public-Private Partnership in Defence production process.

The directorship of Ms. Dipali Khanna in other companies is given herein below:



India Power Corporation Limited

None of the Directors or Key Managerial Personnel of the Company except Ms. Dipali Khanna, is deemed to be concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item no. 8 for the approval of Members.

Item No. 9

Re-Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as an Independent Director:

Mr. Kadenja Krishna Rai, an Independent Director of the Company be re-appointed as such for a period of two years at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Kadenja Krishna Rai, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Kadenja Krishna Rai, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Kadenja Krishna Rai as a Director of the Company. Mr. Kadenja Krishna Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Kadenja Krishna Rai that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Kadenja Krishna Rai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Kadenja Krishna Rai:

Mr. Kadenja Krishna Rai, Director, aged about 77 years is a Bachelor of Arts and member of C.A.I.I.B. He is a retired banking professional having 47 years banking experience and had held important portfolios. He was the Executive Director of Allahabad Bank.

Mr. Kadenja Krishna Rai does not hold any directorship in any other company.

The Board recommends the Special Resolution set out at Item no. 9 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Kadenja Krishna Rai is deemed to be concerned or interested in this resolution.

Item No. 10:

Remuneration of Cost Auditor:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Saibal Sekhar Kundu, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors)



Rules, 2014, the remuneration payable to the Cost Auditor is required to be confirmed and approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the **Ordinary Resolution** set out at Item no. 10 for the approval of Members.

Item No. 11:

Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana:

The Company has established its own set up in Gurugram with all facilities and modern infrastructure. Further, majority of clients/customers are based in and around its new office location. For administrative and operational convenience and to carry on the business activities more economically, conveniently efficiently, it is considered desirable and expedient to shift the Registered Office of the Company from Noida in the state of Uttar Pradesh to Gurugram in the State of Haryana.

For the purpose of shifting of the Registered Office from the State of Uttar Pradesh to the State of Haryana and the consequential alteration in the Memorandum of Association of the Company, the consent of Shareholders by way of a special resolution is required apart from the approval of Central Government.

The **Special Resolution** is proposed accordingly. In terms of the provisions of Section 12 and 13(4) of the Companies Act, 2013 necessary applications shall be made to the Central Government for its confirmation to the same.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholding in the Company.

The Board recommends the **Special Resolution** set out at Item no. 11 for the approval of Members

Registered Office:
C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307

By Order of the Board
For Techno Electric & Engineering Company Limited
Sd/-
Niranjan Brahma
Company Secretary
Membership No. A-11652

Date: **30th August, 2023**



THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 18TH ANNUAL GENERAL MEETING OF TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED DATED AUGUST 30, 2023:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 Dated June 03, 2022, and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.techno.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 22, 2023 at 09:00 A.M. and ends on September 25, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.



Tuesday, September 19, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 19, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



	<p>NSDL Mobile App is available on</p> <p>App Store Google Play</p>  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **September 19, 2023** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of



the Notice and holding shares as of the cut-off date i.e. **Tuesday, September 19, 2023** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to desk.investors@techno.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) desk.investors@techno.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General



meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at desk.invetors@techno.co.in latest by 5:00 p.m. (IST) on **Thursday, September 21, 2023**.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at desk.investors@techno.co.in latest by 5:00 p.m. (IST) on **Thursday, September 21, 2023**. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.